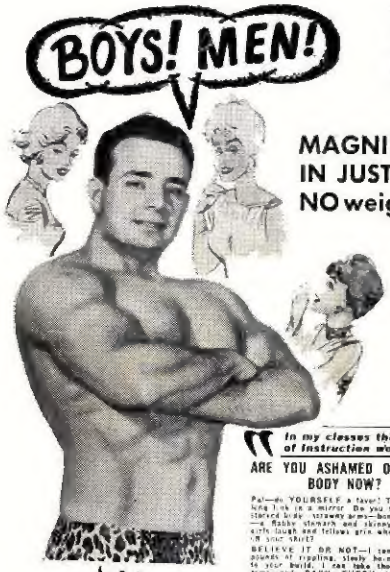
THE STRANGEST SUPER-HEROES OF ALL!
APPROVED BY THE COMICS CODE AUTHORITY
1 SEPT.
IND.
the X-MEN
MARVEL COMICS GROUP
12¢
IN THE SENSATIONAL FANTASTIC FOUR STYLE!
DON'T MISS THIS FABULOUS FIRST ISSUE!
X-MEN VERSUS MAGNETO EARTH'S MOST POWERFUL SUPER VILLAIN!!

BOYS! MEN!

MY SECRET NEW DYNAFLEX METHOD

CAN BUILD YOU A MAGNIFICENT NEW HE-MAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—with absolutely NO weights—NO bar-bells—NO EXERCISE AT ALL!



Yes! If the girls LAUGH at you now when you take off your shirt—they'll be breaking down the doors to get dates with you—once they've seen the rugged DYNAFLEX BODY I can give you! I'll build you a tough strong massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride! (—says MIKE MARVEL, "Builder of Champion Bodies")

"In my classes this same course of instruction would cost $110.00."

Mike Marvel

ARE YOU WEAK, ALWAYS TIRED, LACK PEP?

Whether you're thin and scrawny or sagging with unsightly fat—my secret DYNAFLEX method will cram sex, vigor and red-blooded vitality into your puny, exhausted body. Once DYNAFLEX makes you a two-fisted dynamo of manly beauty, rippling with power, dripping with dynamic sex-appeal—you'll be bursting with get-up-and-go. Man, you'll be really ALIVE—tingling with zest and zip-raring energy—for the first time in years!

PROOF!

"I tried two other systems, before my buddy told me about DYNAFLEX. It really works—and how! I've put two inches of solid muscle on my biceps, three inches on my chest. It's a magic..." —L. ..., New York City

"I never thought you could build terrific muscles without exercises or weights. But DYNAFLEX did it in 3 weeks ago, and am I getting a..." —E. G., Detroit, Mich.

"DYNAFLEX is the best I've tried. Only three weeks, and I get more dates than I can handle! I am writing all my pals about DYNAFLEX." —F. S., Chicago, Ill.

ARE YOU ASHAMED OF YOUR BODY NOW?

Pal—be YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, starved body—scrawny arms—bony shoulders—a flabby stomach—and skinny legs? Do girls laugh and fellows grin when you take off your shirt?

BELIEVE IT OR NOT—I too ask solid pounds of rippling, slinky he-man MEAT to your build. I can take those skeleton arms and PACK EVERY INCH with explosive virile MAN-MUSCLE. I can take that raved-in chest and build on six rugged inches of strong steel MAN-SIZED BRAWN. I can clothe your skinny frame with GIANT RIPPLING DYNAFLEX MUSCLES that will have the girls gasping with awe and admiration! And with NO tiring, exercising, NO high-priced bar-bells or gym equipment!

Or is your problem a body sagging with soft rolls of unhealthy, unhandsome FAT? Puny muscles hugging stomach — bloated face — arms heavy with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

If so, pal, I've got news for you! THIS IS IT! I will melt off that fat and give you a lean, virile DYNAFLEX BODY, armored with a sheath of hard flowing handsome muscle! I can build you into a healthy streamlined HERCULES—bursting with dynamic manly strength. I'll give you a taut rock-hard midsection—huge muscled ribs like steel springs. I can make solid DYNAMITE into your fists and give you a rugged handsome build brim-full of the masculine Super-Body Appeal which girls admire. And with NO starvation diets NO fat-taxing calisthenics—NO expensive health-foods!

HOW DYNAFLEX BUILDS BEAUTIFUL BODIES

DYNAFLEX is the modern miracle of body-building. It takes no tiresome exercises, scary diets, drastic foods, and no weights or bar-bells. DYNAFLEX is the amazing discovery of a West German Doctor whose research into the Science of Strength found a thrilling new way to build GIANT BRAWNY MUSCLES in the minutes a day! With DYNAFLEX you "flex" each muscle-zone—in a certain way—that is more effective than if you exercised that muscle 20, 30, even 100 times the old, old way! And with DYNAFLEX you get bigger results in ten minutes than in hours of grunting and groaning, battling heavy weights! DYNAFLEX causes each muscle in your body to bring out its truest, finest fullness and satiny symmetry. DYNAFLEX packs that muscle with shocking vibrant new strength and energy—FAST, in ten minutes a day. I can cover your body frame with healthy rippling muscle—give you a deep, powerful chest — solid shoulders and iron wrists—tough, active muscles—and true, steel-spring legs — simply thru "DYNA-FLEXING" each muscle once a day!

There's nothing wrong with the bar-bell and weight-lifting method — but why bother? Why waste time and money, why sweat and strain your way to a streamlined symmetrical SAMSON-STRONG BODY—when you can do it better—braver—faster—easier with the DYNAFLEX SECRET!

STRONG-MAN APPEAL ATTRACTS GIRLS

Be honest. Down deep you KNOW you envy the boy who has virile, magnificent build. Every man and boy secretly desires broad strong back, a solid MAN-muscled chest, handsome he-man shoulders, arms rippling with dynamic strength, a slim trim waist, slim hips and springy, power-packed legs. Girls go for a fellow with TWO-FISTED BIG-MUSCLE SEX-APPEAL ... and they only laugh at skinny guys and "fatsos"!

Let me give you a glowing new body, brimming over with energy and invincible inches of solid muscle on your chest—he-man broad! I can build those inches of beef and brawn on your shoulders. I will mold you a handsome super-body of terrific strength. Then you're a crushing grip, legs crammed with steel springs. A lean taut muscled punch-proof midsection. Pack your body with energy and thrilling stamina that will make you the envy of your friends.

GIVE ME TEN MINUTES A DAY —THAT'S ALL!

After DYNAFLEX, you'll be able to roll up your sleeves and look at your muscles! And, for the first time in your life, you'll be PROUD of your manly build. Yes, say goodbye to your weak, flabby frame—get ready for adventure and romance with a solid physique that gives and vibrates with virile he-man appeal. You'll be really proud to have people see your MAGNIFICENT HE-MAN-MUSCLES at the beach or gym. And when the girls crowd around to admire your iron biceps and your bulging brawny chest—when they ask in amazement how you did it—tell them about the magic secret of DYNAFLEX!

Your Pal,
MIKE MARVEL
"Builder of Champion Bodies"

YOU PAY ONLY
1.98
COMPLETE
NOTHING ELSE TO BUY

FREE!

'SECRETS OF ATTRACTING GIRLS'!

Failure! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you, this exciting and informative book. Discover a secret method for developing a new, almost MAGNETIC way of attracting the girls. At parties, dances, or the beach—you will have the girls clustering around you breathlessly, while the guys watch enviously. "What does ME have that WE don't?" they will say. The answer is in this exciting new book, your FREE GIFT from Mike Marvel. Fill out and mail the coupon NOW!

Outside U.S.A. send International Money Order or cash. Great Britain: 25/- or about 15 shillings. For air mail delivery, send 1 pound.

MAIL MONEY-SAVING NO-RISK FREE TRIAL COUPON NOW!

Check as many of the boxes you want HERE — Complete System $1.98.

- ☐ Make fat, be trim and solid
- ☐ Build deep brawny chest bulging with marvelous strength
- ☐ Lose fat, be trim, strong, handsome
- ☐ Mold mighty back, broad beefy shoulders
- ☐ Build muscle on skinny wrists and arms
- ☐ Develop crushing grips, two hand punch-power

MIKE MARVEL Systems, Dept. 281
285 MARKET STREET
NEWARK, NEW JERSEY

Okay, Mike: Here's $1.98. Send me your COMPLETE (nothing else to buy later) body-building course. I want to see your new secret of DYNAFLEX to win HERCULES HE-MAN BODY in just ten minutes a day. If not entirely thrilled DYNAFLEX SYSTEM and my free gift book "Secrets of Attracting Girls" on your money-back guarantee, in plain wrappers. If I don't develop a splendid physique and become more popular with girls you will refund my money in full.

NAME ..... AGE .....

ADDRESS .....

CITY ..... ZONE ..... STATE .....
(Please Print)

THE X-MEN is published by CANAM PUBLISHERS SALES CORP. OFFICE OF PUBLICATION: 655 MADISON AVENUE, NEW YORK, N.Y. Published bimonthly. Copyright 1963 by CANAM PUBLISHERS SALES CORP., 655 Madison Avenue, New York, N.Y. Vol. 1 No. 1, SEPTEMBER 1963 issue. Price 12¢ per copy. Subscription rate $1.75 for 12 issues including postage. Foreign subscriptions $3.25 in American funds. No similarity between any of the names, characters, persons, and/or institutions appearing in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. by The Eastern Color Printing Co., Waterbury 20, Conn.

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IN THE MAIN STUDY OF AN EXCLUSIVE PRIVATE SCHOOL IN NEW YORK'S WESTCHESTER COUNTY, A STRANGE SILENT MAN SITS MOTIONLESS, BROODING...ALONE WITH HIS INDESCRIBABLE THOUGHTS...
FINALLY, HIS MEDITATION COMES TO AN END! THEN, WHILE HE REMAINS COMPLETELY MOTIONLESS, A SHARP, COMMANDING THOUGHT RINGS OUT, ECHOING THROUGH THE GREAT HALLS OF THE BUILDING!
ATTENTION, X-MEN! THIS IS PROFESSOR XAVIER CALLING! REPEAT: THIS IS PROFESSOR X CALLING!
YOU ARE ORDERED TO APPEAR AT ONCE! CLASS IS NOW IN SESSION! TARDINESS WILL BE PUNISHED!
NEVER, WITHIN THE MEMORY OF MAN, WAS THERE A "CLASS" SUCH AS THIS! NEVER WAS THERE A "TEACHER" SUCH AS PROFESSOR X! AND NEVER WERE THERE "STUDENTS" SUCH AS THE...
"X-MEN"
CYCLOPS PRESENT AND ACCOUNTED FOR, SIR!
THE ANGEL REPORTING, SIR!
ICEMAN RIGHT ON SCHEDULE, SIR!
THE BEAST IS HERE, SIR!
Written by: STAN LEE
Drawn by: JACK KIRBY
Inked by: PAUL REINMAN
Lettered by: S. ROSEN
X-401
AND NOW, PREPARE YOURSELF FOR ONE OF THE MOST EXCITING READING EXPERIENCES OF YOUR LIFE! FOR YOU ARE ABOUT TO ENTER THE FASCINATING, UNPREDICTABLE WORLD OF...THE X-MEN!

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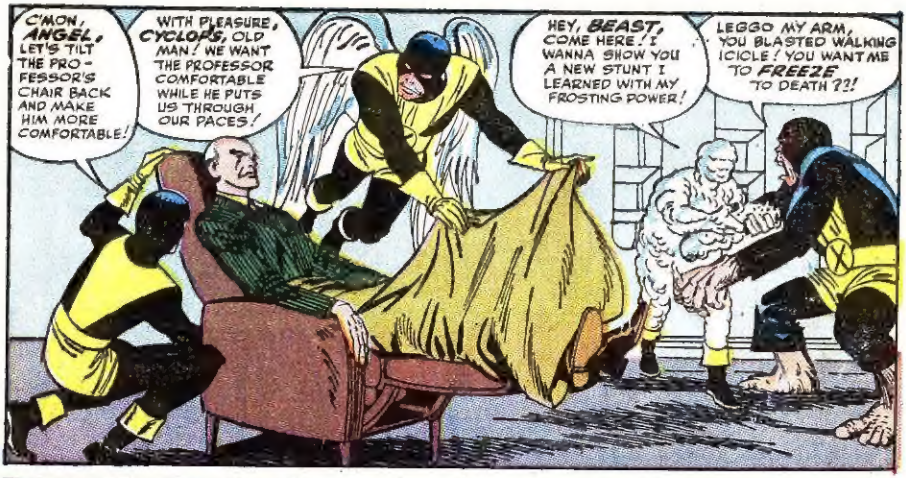
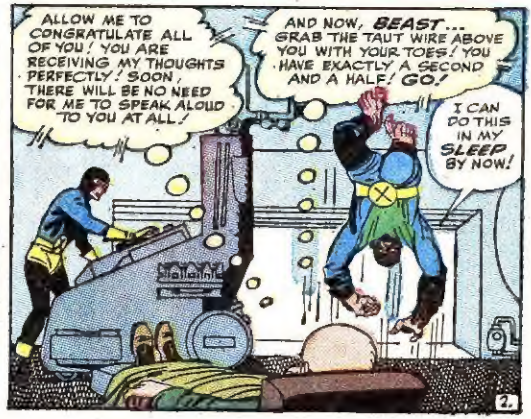

C'MON, ANGEL, LET'S TILT THE PROFESSOR'S CHAIR BACK AND MAKE HIM MORE COMFORTABLE!
WITH PLEASURE, CYCLOPS, OLD MAN! WE WANT THE PROFESSOR COMFORTABLE WHILE HE PUTS US THROUGH OUR PACES!
HEY, BEAST, COME HERE! I WANNA SHOW YOU A NEW STUNT I LEARNED WITH MY FROSTING POWER!
LEGGO MY ARM, YOU BLASTED WALKING ICICLE! YOU WANT ME TO FREEZE TO DEATH??!

BRRR! I DON'T MIND ICE CUBES, BUT I LIKE 'EM IN A COKE, NOT TICKLIN' MY ARM!
HA! WITH ALL YOUR SUPER-POWERS, YOU GUYS ARE JUST A BUNCH OF SOFTIES! CAN'T EVEN STAND A REFRESHIN' DOSE OF FREEZIN' ICE CUBES!

SOFTIES, ARE WE?? JUST WAIT'LL MY ARM THAWS OUT! I'LL MAKE YOU EAT THOSE WORDS, LITTLE FELLA!
YEAH? YOU AND WHAT OTHER ARMY?
HOLD IT, LADS! NO FIGHTING DURING CLASS, REMEMBER?

THANK YOU, ANGEL! AND NOW, IT IS TIME TO BEGIN YOUR LESSONS! THE BEAST WILL BE FIRST! PREPARE TO OPERATE HIS TRAINING MACHINE, CYCLOPS!
YES, SIR! PROFESSOR! EVERYTHING IS READY!


ALLOW ME TO CONGRATULATE ALL OF YOU! YOU ARE RECEIVING MY THOUGHTS PERFECTLY! SOON, THERE WILL BE NO NEED FOR ME TO SPEAK ALOUD TO YOU AT ALL!
AND NOW, BEAST... GRAB THE TAUT WIRE ABOVE YOU WITH YOUR TOES! YOU HAVE EXACTLY A SECOND AND A HALF! GO!
I CAN DO THIS IN MY SLEEP BY NOW!
2.

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EXCELLENT! NOW SPIN AROUND! FASTER! FASTER! PRETEND AN ENEMY IS SHOOTING AT YOU! YOU MUST MAKE YOURSELF AN IMPOSSIBLE TARGET!
AND NOW, AT MY COMMAND, RELEASE YOURSELF FROM THE TAUT WIRE AND EXECUTE MANEUVER "G"! YOU HAVE EXACTLY THREE SECONDS!
GO!
THREE SECONDS EXACTLY! WELL DONE, BEAST!
NOW FOR YOUR BALANCE DRILL! STEADY... STEADY! SLACKEN THE TENSION, CYCLOPS!
GOOD!! NOW, AS THE ROD BEGINS TO SAG, MAINTAIN YOUR BALANCE... ON ONE FINGER! HOLD IT! HOLD IT!
TOO FAST! YOU'RE SWAYING TOO MUCH! RECOVER... QUICKLY! NOW LAND ON YOUR FEET BEFORE THE ROD SNAPS BACK! CAREFUL... CAREFUL...
WHEW... HOW'D I DO, SIR?
YOU'LL RECEIVE YOUR GRADE TOMORROW! ALL RIGHT, ANGEL... IT'S YOUR TURN!
ARE YOU RECEIVING MY THOUGHT CLEARLY? GOOD! NOW, BE SHARP... TODAY WE TEST YOUR WING REFLEX! YOU DARE NOT MAKE A MISTAKE!
MISTAKES ARE FOR HOMO SAPIENS, SIR... NOT THE ANGEL!
3.

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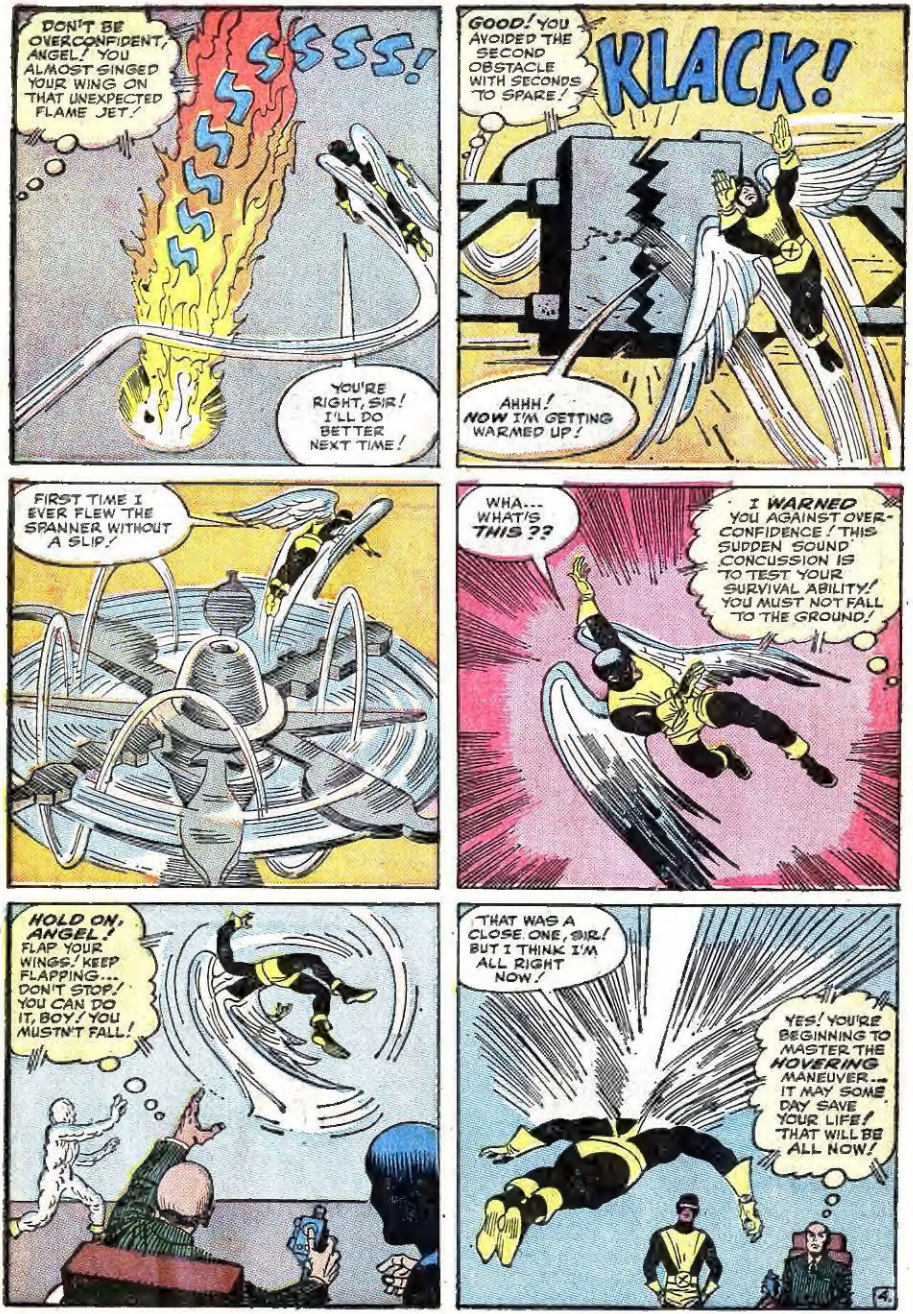
DON'T BE OVERCONFIDENT, ANGEL! YOU ALMOST SINGED YOUR WING ON THAT UNEXPECTED FLAME JET!
SSSSS!
YOU'RE RIGHT, SIR! I'LL DO BETTER NEXT TIME!
GOOD! YOU AVOIDED THE SECOND OBSTACLE WITH SECONDS TO SPARE!
KLACK!
AHHH! NOW I'M GETTING WARMED UP!
FIRST TIME I EVER FLEW THE SPANNER WITHOUT A SLIP!
WHA... WHAT'S THIS ??
I WARNED YOU AGAINST OVER-CONFIDENCE! THIS SUDDEN SOUND CONCUSSION IS TO TEST YOUR SURVIVAL ABILITY! YOU MUST NOT FALL TO THE GROUND!
HOLD ON, ANGEL! FLAP YOUR WINGS! KEEP FLAPPING... DON'T STOP! YOU CAN DO IT, BOY! YOU MUSTN'T FALL!
THAT WAS A CLOSE ONE, SIR! BUT I THINK I'M ALL RIGHT NOW!
YES! YOU'RE BEGINNING TO MASTER THE HOVERING MANEUVER... IT MAY SOME DAY SAVE YOUR LIFE! THAT WILL BE ALL NOW!
4.

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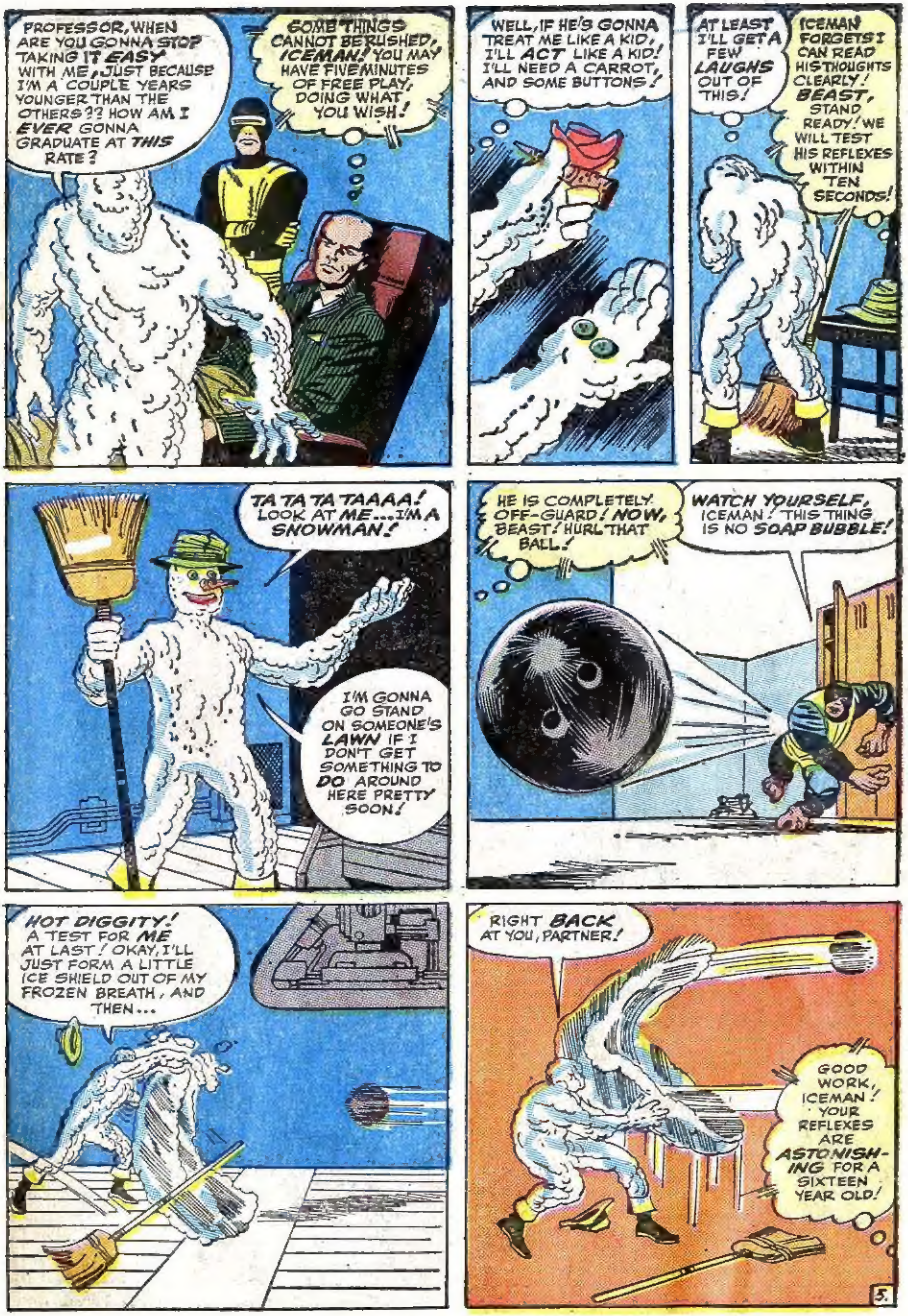
PROFESSOR, WHEN ARE YOU GONNA STOP TAKING IT EASY WITH ME, JUST BECAUSE I'M A COUPLE YEARS YOUNGER THAN THE OTHERS?? HOW AM I EVER GONNA GRADUATE AT THIS RATE?
SOME THINGS CANNOT BE RUSHED, ICEMAN! YOU MAY HAVE FIVE MINUTES OF FREE PLAY, DOING WHAT YOU WISH!
WELL, IF HE'S GONNA TREAT ME LIKE A KID, I'LL ACT LIKE A KID! I'LL NEED A CARROT, AND SOME BUTTONS!
AT LEAST I'LL GET A FEW LAUGHS OUT OF THIS!
ICEMAN FORGETS I CAN READ HIS THOUGHTS CLEARLY! BEAST, STAND READY! WE WILL TEST HIS REFLEXES WITHIN TEN SECONDS!
TA TA TA TAAAA! LOOK AT ME... I'M A SNOWMAN!
I'M GONNA GO STAND ON SOMEONE'S LAWN IF I DON'T GET SOMETHING TO DO AROUND HERE PRETTY SOON!
HE IS COMPLETELY OFF-GUARD! NOW, BEAST! HURL THAT BALL!
WATCH YOURSELF, ICEMAN! THIS THING IS NO SOAP BUBBLE!
HOT DIGGITY! A TEST FOR ME AT LAST! OKAY, I'LL JUST FORM A LITTLE ICE SHIELD OUT OF MY FROZEN BREATH, AND THEN...
RIGHT BACK AT YOU, PARTNER!
GOOD WORK, ICEMAN! YOUR REFLEXES ARE ASTONISHING FOR A SIXTEEN YEAR OLD!
5.

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RIGHT IN THE OL' POCKET, KID! HEY, MAYBE WE'LL CHALLENGE THE HARLEM GLOBE-TROTTERS SOME DAY, EH?
SILENCE, BEAST! THE LESSON IS NOT YET OVER! CYCLOPS IS STILL TO BE TESTED!
LOOK, YOU TWO CLOWNS ... BE MORE CAREFUL NEXT TIME! THAT BOWLING BALL JUST MISSED THE PROFESSOR BY A WHISKER! THAT KIND OF HORSEPLAY ISN'T FUNNY!
QUIT GRANDSTANDIN', CYCLOPS! WE KNOW WHAT WE WERE DOIN'! AND THE PROF KNOWS WE DON'T WANT HIM TO GET HURT ANY MORE THAN YOU DO!
CYCLOPS! ATTENTION!! THIS IS YOUR TEST! ASSUME THE BEAST AND ICEMAN ARE YOUR ENEMIES! PUT THEM OUT OF ACTION, WITHOUT CAUSING SERIOUS INJURY!
AS YOU SAY, SIR!
SLOWLY, SILENTLY, CYCLOPS ADJUSTS THE SMALL LEVER AT THE SIDE OF HIS HEAD-SHIELD! AND, AS HE DOES SO, HIS EYE VISOR OPENS WIDER AND WIDER ... UNTIL ...
YOU'RE THE OLDEST, BEAST, SO YOU'RE FIRST!
YEOW!
HEY, TURN DOWN THAT BLASTED VISOR OF YOURS, WILLYA ??! YOU ALMOST KNOCKED ME CLEAN THROUGH THE WALL!!
SORRY, BEAST! I JUST WANTED TO SHOW THE PROFESSOR WHAT I CAN DO!
AND NOW FOR THE ICEMAN! YOU'RE WASTING YOUR TIME, JUNIOR ... THAT ICE-CUBE SHIELD CAN'T BLOCK OUT MY ENERGY RAY!
MAYBE NOT, BUT IT'LL SURE SLOW IT DOWN A LOT!

CONTINUED AFTER NEXT PAGE...

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FREE WITH ANY PURCHASE

LINCOLN PENNY ALBUM

(WE PAY UP TO $150 WHEN IT'S FILLED)

Fill this Lincoln penny album properly and return it to us to receive $150! ALL CENTS ARE AVAILABLE! Album FREE with any purchase! Send your order today!

ANY ITEM IN THIS GROUP (A)

(all different dates)

A-2 Ind. cents (pre-1909) $1
B-3 nickels (pre-1913) — $1
C-1 quarter (pre-1916) - $1
D-2 dimes (pre-1916) — $1
E-4 nickels (pre-1938) - $1
F-currency from 10 countries — $1

ALL ITEMS—$5

1

4 INDIAN CENTS IN ALBUM

Getting scarcer each year! 4 different scarce Indian cents in special album.

2

ANY ITEM IN THIS GROUP (C)

N-1 nickel (pre-1873) — $3
O-1 quarter (pre-1892) $3
P-commem. half-dollar $3
R-1 cent (pre-1835) — $3
S-8 cents (pre-1909) — $3
T-3 quarters (pre 1916) $3

ALL ITEMS—$15

3

TURN-OF-CENTURY TYPE SET

Indian cent, V-Nickel, Barber Dime, Quarter, Half encased in acetate covered holder. **$4.50**

U.S. COIN CATALOG SHOWS PRICES WE PAY!

Send $1 for our illustrated catalog that shows prices WE PAY for all U.S. coins!

1

ANY ITEM IN THIS GROUP (B)

G-1 cent (pre-1857) — $2
H-1 3c piece — $2
J-1 2c piece — $2
K-4 dimes (pre-1916) - $2
L-2 quarters (pre-1916) $2
M-1 dime (pre-1891) — $2

ALL ITEMS—$10

2

EXTRA! 32 page catalog sent with every order

CENTRE COIN COMPANY

Box 5490 Dept. CC, Sherman Oaks, Calif.

☐ Number ..... from Group (A) (B) (C), total .....
☐ Coin Catalog ($1)
☐ 4 Indian cents in album ($2)
☐ Turn-of-Century Set ($4.50)

NAME.....

ADDRESS.....

CITY..... STATE.....

RECORD YOUR VOICE AT HOME

ONLY $6.98

FUN FOR THE WHOLE FAMILY

FEATURES:

- Handy Portable Carrying Case
- Cuts Actual Records
- Records at 33⅓, 45, or 78
- Sing, Tell Jokes, Record

MAKE YOUR OWN RECORDS ANYWHERE

Kids, now you can cut your own records at home. Sing, tell jokes, record secret conversations, speeches, take off your favorite shows and music, and it's all ready to play back instantly. Put your voice on records, or a pals, or Mom & Dad's and then play it back at home, parties, gatherings, or wherever your family and friends gather.

IT'S FUN—IT'S REVOLUTIONARY IT'S ELECTRONIC

You receive complete recording equipment, including recording arm and head, microphone, tracking disc, cutting needles, and full supply of blank records. It all attaches to your phonograph, and you're all set to record what you like, where you like and when you like. Takes only 30 seconds, and anyone can operate it. Records at 33⅓, 45 or 78 R.P.M.'s Only $6.98 plus 45¢ shipping charges. Additional blank recording disks are available from us at $3.00 per package of 12.

10 DAY FREE TRIAL

Don't delay!-Order now! Use this exciting recorder for parties, gatherings, recording sessions and just plain fun for 10 full days. Test it in your own home, and if you're not 100% delighted, simply return for prompt refund of the full purchase price. Only $6.98 plus 45¢ shipping charges.

MONEY BACK GUARANTEE

Honor House Products Corp. Dept. RL-99
Lynbrook, New York

Rush my Voice Recorder at once. If I am not 100% delighted after 10 day free trial, I may return the merchandise for prompt refund of full purchase price.

☐ I enclose $6.98 plus 45¢ shipping charges.
☐ Send C.O.D. I will pay postman on delivery plus shipping charges.

Name.....

Address.....

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HEY!! THAT'S NOT FAIR! YOU'RE OPENIN' THAT COTTON-PICKIN' VISOR OF YOURS WIDER!
ICEMAN, FOR THE KIND OF CAREER WE'RE TRAINING FOR, THERE'S NO SUCH WORD AS "FAIR"!
NOW PROTECT YOURSELF! MY ENERGY BEAM IS SMASHING THROUGH!
THIS IS ONE DAY I SHOULDA STOOD IN BED!
OKAY...! TURN THAT BLAMED BEAM OFF, WILLYA?
WHUP!
ANGEL! BEAST! JOIN ICEMAN! TRY TO SUBDUE CYCLOPS!
THANKS, PROF! I COULD USE A LITTLE HELP!
IT IS NOT FOR YOUR SAKE ALONE, LAD! A FEW MINUTES OF ROUGH-HOUSE IS GOOD FOR ALL OF YOU...TO HELP YOU LET OFF STEAM!
THEN, SUDDENLY, MINUTES LATER, A SHARP COMMANDING THOUGHT PIERCES THE BRAIN OF EACH OF THE FOUR RAMPAGING YOUTHS...
ENOUGH! THE LESSON IS OVER! WE MUST TURN OUR ENERGIES TO DIFFERENT MATTERS! RETURN TO YOUR PLACES... AT ONCE!!
STUNNED BY THE FORCE AND EXPLOSIVE POWER OF PROFESSOR XAVIER'S MENTAL COMMAND, THE X-MEN RECOIL AND DRAW BACK, THEIR FRIENDLY FREE-FOR-ALL COMPLETELY FORGOTTEN!
WHEW! HE ALMOST BOWLED ME OVER WITH THAT ONE!
LET'S SIMMER DOWN AND SEE WHAT HAPPENS NEXT!
I CONGRATULATE YOU ALL! YOU HAVE MASTERED READING MY THOUGHTS PERFECTLY! AND NOW I SHALL RETURN TO NORMAL SPEECH COMMUNICATION!
YOU MAY BE INTERESTED TO LEARN THAT AT THIS VERY MOMENT I SENSE A TAXI APPROACHING OUR MAIN GATE! WITHIN THAT VEHICLE IS A NEW PUPIL...A MOST ATTRACTIVE YOUNG LADY!
7

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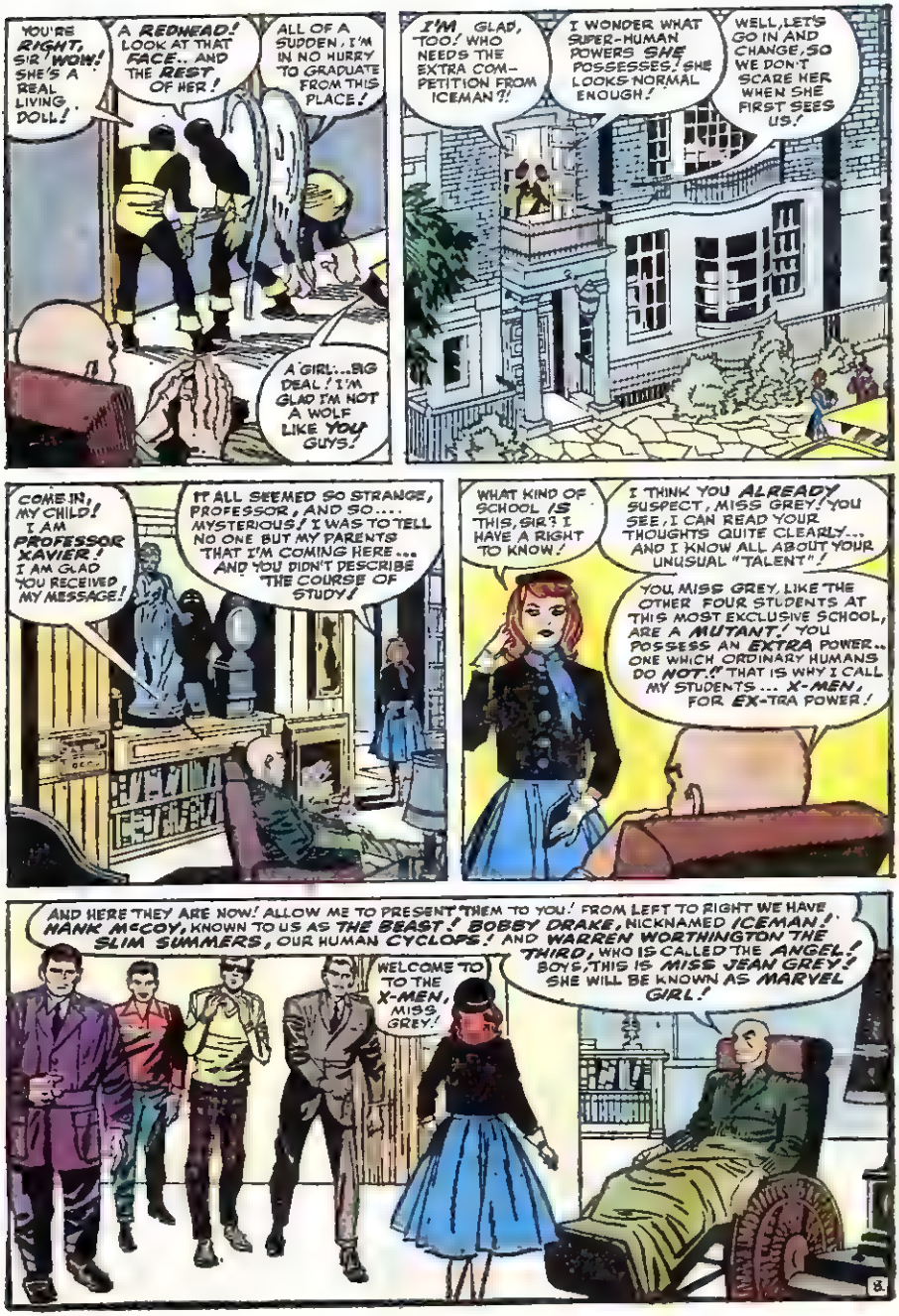
YOU'RE RIGHT, SIR! WOW! SHE'S A REAL LIVING DOLL!
A REDHEAD! LOOK AT THAT FACE.. AND THE REST OF HER!
ALL OF A SUDDEN, I'M IN NO HURRY TO GRADUATE FROM THIS PLACE!
A GIRL...BIG DEAL! I'M GLAD I'M NOT A WOLF LIKE YOU GUYS!
I'M GLAD, TOO! WHO NEEDS THE EXTRA COMPETITION FROM ICEMAN?!
I WONDER WHAT SUPER-HUMAN POWERS SHE POSSESSES! SHE LOOKS NORMAL ENOUGH!
WELL, LET'S GO IN AND CHANGE, SO WE DON'T SCARE HER WHEN SHE FIRST SEES US!
COME IN, MY CHILD! I AM PROFESSOR XAVIER! I AM GLAD YOU RECEIVED MY MESSAGE!
IT ALL SEEMED SO STRANGE, PROFESSOR, AND SO.... MYSTERIOUS! I WAS TO TELL NO ONE BUT MY PARENTS THAT I'M COMING HERE... AND YOU DIDN'T DESCRIBE THE COURSE OF STUDY!
WHAT KIND OF SCHOOL IS THIS, SIR? I HAVE A RIGHT TO KNOW!
I THINK YOU ALREADY SUSPECT, MISS GREY! YOU SEE, I CAN READ YOUR THOUGHTS QUITE CLEARLY... AND I KNOW ALL ABOUT YOUR UNUSUAL "TALENT"!
YOU, MISS GREY, LIKE THE OTHER FOUR STUDENTS AT THIS MOST EXCLUSIVE SCHOOL, ARE A MUTANT! YOU POSSESS AN EXTRA POWER.. ONE WHICH ORDINARY HUMANS DO NOT! THAT IS WHY I CALL MY STUDENTS ... X-MEN, FOR EX-TRA POWER!
AND HERE THEY ARE NOW! ALLOW ME TO PRESENT THEM TO YOU! FROM LEFT TO RIGHT WE HAVE HANK McCOY, KNOWN TO US AS THE BEAST! BOBBY DRAKE, NICKNAMED ICEMAN! SLIM SUMMERS, OUR HUMAN CYCLOPS! AND WARREN WORTHINGTON THE THIRD, WHO IS CALLED THE ANGEL!
WELCOME TO TO THE X-MEN, MISS GREY!
BOYS, THIS IS MISS JEAN GREY! SHE WILL BE KNOWN AS MARVEL GIRL!
8.

TM & © 2005 MARVEL

HOW COME HE'S CALLING YOU MARVEL GIRL, MISS GREY? WHAT POWER DO YOU HAVE?
SHE HAS ONE VERY OBVIOUS POWER ... THE POWER TO MAKE A MAN'S HEART BEAT FASTER!
Y'KNOW SOMETHING, WARREN, IF I HAD YOUR LINE, I'D SHOOT MYSELF!
YOU'LL LEARN MORE ABOUT ME, BOYS, IN TIME!
WELL, NO TIME LIKE THE PRESENT! C'MON, SLIM, BRING THE LITTLE LADY A CHAIR!
HANK, I'D BRING HER THE WHOLE ROOM OF FURNITURE IF SHE ASKED ME!
THAT'S REALLY NOT NECESSARY, SLIM!
TH..THE CHAIR! IT SLID OUT OF MY HANDS!
YIIII!! HOLY SMOKE! WHAT'S GOIN' ON?!!
DON'T BE ALARMED, BOYS! I JUST THOUGHT I'D SAVE YOU THE TROUBLE!
ZIP
NOW, THEN, PROFESSOR, I BELIEVE WE CAN CONTINUE OUR INTERVIEW! AS YOU WERE SAYING...
I DON'T GET IT, SIR! WHAT HAPPENED TO THAT MOVING CHAIR??
PERHAPS YOU'D BETTER DEMONSTRATE A BIT MORE, JEAN!
VERY WELL, SIR! ALL MY LIFE I'VE HAD TO CONCEAL THIS POWER OF MINE...
NOW, I MUST ADMIT IT'S A PLEASURE TO BE ABLE TO PRACTICE TELEPORTATION OPENLY, WITHOUT FEAR OF BEING DISCOVERED! OBSERVE THAT BOOK!
BY THE POWER OF THOUGHT, I AM ABLE TO MOVE OBJECTS AT WILL!
BUT IT GETS BORING AFTER A WHILE, SO I'LL RETURN THE BOOK... LIKE THIS!

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THANK YOU, JEAN! AND NOW LET ME TELL YOU MORE ABOUT MY SCHOOL...
I WAS BORN OF PARENTS WHO HAD WORKED ON THE FIRST A-BOMB PROJECT! LIKE YOURSELVES, I AM A MUTANT... POSSIBLY THE FIRST SUCH MUTANT! I HAVE THE POWER TO READ MINDS, AND TO PROJECT MY OWN THOUGHTS INTO THE BRAINS OF OTHERS!
BUT, WHEN I WAS YOUNG, NORMAL PEOPLE FEARED ME, DISTRUSTED ME! I REALIZED THE HUMAN RACE IS NOT YET READY TO ACCEPT THOSE WITH EXTRA POWERS! SO I DECIDED TO BUILD A HAVEN... A SCHOOL FOR X-MEN!
HERE WE STAY, UNSUSPECTED BY NORMAL HUMANS, AS WE LEARN TO USE OUR POWERS FOR THE BENEFIT OF MANKIND... TO HELP THOSE WHO WOULD DISTRUST US IF THEY KNEW OF OUR EXISTENCE!
DUE TO A CHILDHOOD ACCIDENT, I MYSELF MUST REMAIN IN THIS CHAIR, BUT THROUGH A MASTER CONTROL PANEL I HAVE MANY DEVICES AT MY COMMAND... AND THROUGH MY MIND, I AM ALWAYS IN TOUCH WITH MY X-MEN!
AND NOW, I LEAVE YOU TO GET TO KNOW EACH OTHER BETTER!
LET ME BE THE FIRST TO WELCOME YOU TO THE X-MEN, BEAUTIFUL! MMMMM!
HANK! TAKE YOUR PAWS OFF HER!
OH!
FOR THE LUVVA PETE!
OH, BOY! WHAT A GAL! I HOPE SHE KEEPS THAT BIG APE UP THERE FOREVER!
DON'T WORRY, WARREN! I'M NOT EXACTLY HELPLESS, AS YOU CAN SEE!
HEY, C'MON! HAVE A HEART! I WAS ONLY TRYING TO BE FRIENDLY!
A FELLA COULD GET DIZZY UP HERE! LEMME DOWN, HUH? THIS IS EMBARRASSING!
VERY WELL, I'LL LET YOU DOWN!
THERE! YOU'RE DOWN!
WHUMP!
OOOFF!!
10

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I HOPE I WASN'T TOO ROUGH ON THE POOR DEAR!
NOT AT ALL, JEAN! WE DON'T USE KID GLOVES HERE! WE HAVE TO MAKE OUR TRAINING AS ROUGH AS POSSIBLE, TO PREPARE OURSELVES FOR OUR MISSION IN THE OUTSIDE WORLD!
THAT'S WHAT I'VE WANTED TO ASK! JUST WHAT EXACTLY IS OUR REAL MISSION, SIR?
JEAN, THERE ARE MANY MUTANTS WALKING THE EARTH... AND MORE ARE BORN EACH YEAR!
NOT ALL OF THEM WANT TO HELP MANKIND!... SOME HATE THE HUMAN RACE AND WISH TO DESTROY IT. SOME FEEL THAT THE MUTANTS SHOULD BE THE REAL RULERS OF EARTH! IT IS OUR JOB TO PROTECT MANKIND FROM THOSE... FROM THE EVIL MUTANTS!
AT THAT VERY MOMENT, JUST SUCH A MUTANT PREPARES TO STRIKE... IN A SECRET LABORATORY NEAR CAPE CITADEL!
THE MOMENT IS AT HAND!
ALL MY MONTHS OF PREPARATION AND PLANNING SHALL NOW PAY OFF!
THE HUMAN RACE NO LONGER DESERVES DOMINION OVER THE PLANET EARTH! THE DAY OF THE MUTANTS IS UPON US!
THE FIRST PHASE OF MY PLAN SHALL BE TO SHOW MY POWER... TO MAKE HOMO SAPIENS BOW TO HOMO SUPERIOR!
THE MIGHTIEST ROCKET OF ALL IS ABOUT TO BE LAUNCHED! USING MAXIMUM SECURITY PRECAUTIONS, THE GOVERNMENT FEELS NOTHING CAN PREVENT ITS SUCCESSFUL FLIGHT!
BUT HERE, MILES FROM THE LAUNCHING SITE, I, THE MIRACULOUS MAGNETO, ALONE SHALL MAKE A MOCKERY OF THEIR GREATEST EFFORT!
11

CONTINUED AFTER NEXT PAGE...

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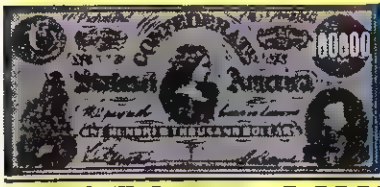
LITTLETON COIN CO., Dept. MC-8
Littleton, New Hampshire



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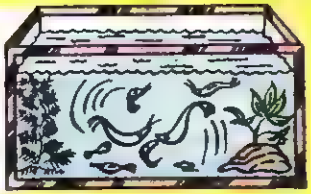
INSTANT LIVE SEA ANIMALS

just add water . . . you've got INSTANT LIFE

ONLY $1.00



It's true. Now, right before your eyes — in just 24-72 hours — a happy troupe of hundreds of playful tumbling sea-monkeys (exotic Saskatchewan Brine Shrimp) that are more fun than a sea full of seals. Amaze both children and adults as you watch the comic antics of these fantastic underwater sea clowns. Day and night you'll see them chase each other in a playful game of hide and seek. The loser gets caught by the tail and is spun in a dizzy circle. See the "showoffs" turn somersaults under water . . . see the ticklish ones scratch each others' backs. Watch them cavort singly or glide gracefully in formation creating your own underwater circus.

MIRACLE OF LIFE

Right before your eyes these genuine live sea animals burst forth from "magic" powder eggs which will remain alive as long as eight years. You can raise an entire troupe in an ordinary glass jar using just tap water. It's so easy . . . just empty the package into a jar or fish bowl, add water and you have created "instant life." You can have a whole sea brood to give as gifts or sell if you wish.

SEE THEM OBEY YOUR SILENT COMMANDS

Darken the room and watch them follow a flashlight or candle beam forwards, backwards, sideways or around like a pack of happy kids playing follow the leader. Order now.

SEE THEM CHANGE COLOR

Mail this coupon and we'll send you 3 colors of sea-monkeys — white, pink and red. These are their natural colors. Yet, with a drop of vegetable food dye in their water, you can change the color of these little sea monkeys as often as you wish. Make them green, blue, purple, yellow or any other hue or shade without harming them. This dye will enable you to see their internal organs and how their life processes function.

MONEY BACK GUARANTEE

BARGAIN CO. (Dept. MCB) 101 East 32nd St., New York.
Rush me my "magic" eggs for hatching my live sea animals at once. I understand if I am not 100% delighted, I may return it for prompt refund of my purchase price.

☐ I enclose $1.00 plus 25c shipping charge for one order.

☐ SAVE 50c. I enclose $2.00. Send double order for hatching two live sea circuses.

Name_____

Address_____

City_____Zone_____State_____

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AHHH! I CAN FEEL THE IRRESISTABLE WAVES OF PURE MAGNETIC ENERGY SURGING FROM ME! NOW, BY EXERTING EVERY IOTA OF POWER, I CAN DIRECT THAT ENERGY UPWARD ... UPWARD ...
...UNTIL IT STRIKES THE SPEEDING MISSILE, CAUSING IT TO CHANGE DIRECTION ...TO FALTER...TO LOSE ALTITUDE!
...TO BE COMPLETELY, IRREVOCABLY DESTROYED!!
GENERAL, EVERY PHASE OF THE LAUNCHING WAS A-OKAY! THERE CAN ONLY BE ONE EXPLANATION... THE BIRD WAS TAMPERED WITH!
BUT HOW? EVEN A MICROBE COULDN'T HAVE PENETRATED OUR TOP SECRET SECURITY MEASURES!
NASA
THE NEXT DAY, THE SHOCKING NEWS IS TRANSMITTED TO A STARTLED PUBLIC...
INCREDIBLE! IT'S ALMOST AS THOUGH A DESTRUCTIVE GHOST IS RUNNING AMOK AT THE CAPE!
EXTRA! EXTRA! ANOTHER MISSILE FAILS! EXTRA!
DAILY GLOBE FINAL
SIXTH TOP SECRET LAUNCHING FAILS AT SEA!
PHANTOM SABOTEUR STRIKES AGAIN!
BUT THE WORST IS YET TO COME! LATER THAT AFTERNOON, AT THE HEAVILY GUARDED FENCE SURROUNDING THE LAUNCHING SITE...
KEEP THAT GUN STEADY! WHY IS IT QUIVERING THAT WAY?
W-WE'RE NOT DOIN' IT, SIR! IT..IT'S MOVIN' BY ITSELF!!
SUDDENLY, LIKE A LIVING THING, THE MACHINE GUN LEAPS INTO THE AIR, SPINS AROUND, AND BEGINS TO FIRE WILDLY IN ALL DIRECTIONS!
RUN FOR COVER!! THE GUN IS OUT OF CONTROL!!

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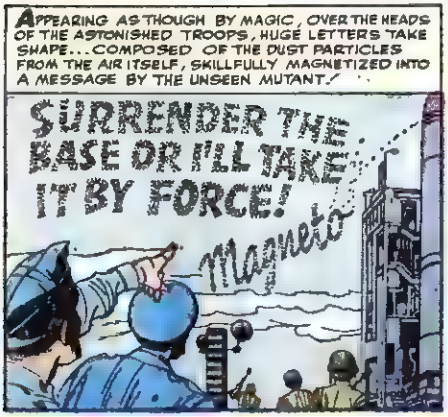
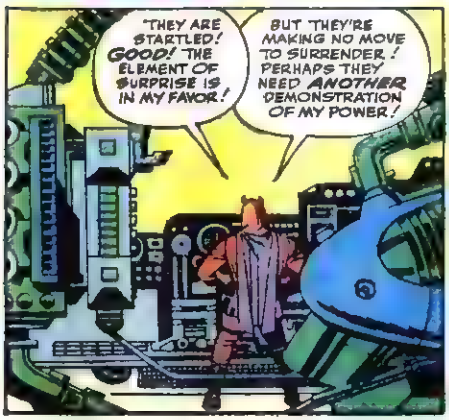
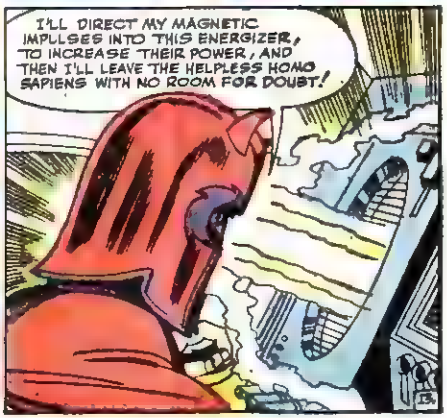
BUT, THE MACHINE GUN IS NOT THE ONLY THING THAT SUDDENLY, MADDENINGLY SEEM TO GO AMOK!
RUN! THE TANK IS MOVING BY ITSELF! GANGWAY!
IT..IT'S IMPOSSIBLE! AND YET...IT'S ACTING LIKE IT HAS A MIND OF ITS OWN! LIKE IT'S TRYING TO MENACE US!
SWISH!
CLANK!
CLANK!

WITHIN SECONDS, THE ENTIRE INSTALLATION IS ALARMED, AS EMERGENCY MEASURES ARE SWIFTLY BROUGHT INTO PLAY! AND THEN...
SOUND THE ALARM! CONDITION RED! ALERT THE PENTAGON!
GENERAL! LOOK! ABOVE US...IN THE SKY!


APPEARING AS THOUGH BY MAGIC, OVER THE HEADS OF THE ASTONISHED TROOPS, HUGE LETTERS TAKE SHAPE...COMPOSED OF THE DUST PARTICLES FROM THE AIR ITSELF, SKILLFULLY MAGNETIZED INTO A MESSAGE BY THE UNSEEN MUTANT!
SURRENDER THE BASE OR I'LL TAKE IT BY FORCE!
Magneto

MAGNETO? WHO...WHAT IS MAGNETO?!
GENERAL, WHAT DOES IT MEAN? IS SOMEONE PLAYING A GRIM PRANK?
YOU SAW THAT MACHINE GUN...THAT TANK...RAMPAGING OUT OF CONTROL! THIS IS NO JOKE, COLONEL!


THEY ARE STARTLED! GOOD! THE ELEMENT OF SURPRISE IS IN MY FAVOR!
BUT THEY'RE MAKING NO MOVE TO SURRENDER. PERHAPS THEY NEED ANOTHER DEMONSTRATION OF MY POWER!


I'LL DIRECT MY MAGNETIC IMPULSES INTO THIS ENERGIZER, TO INCREASE THEIR POWER, AND THEN I'LL LEAVE THE HELPLESS HOMO SAPIENS WITH NO ROOM FOR DOUBT!

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AN INSTANT LATER, INVISIBLE WAVES OF PURE, POWERFUL MAGNETIC ENERGY FLOW IRRESISTIBLY INTO AN UNDER-GROUND SILO WHERE ONE OF DEMOCRACY'S SILENT SENTINELS WAIT, AT THE READY!
AND THEN, MANIPULATED BY A SINISTER INTELLIGENCE, MANY HUNDREDS OF YARDS AWAY, THE MAGNETIC FORCE LIFTS THE SILO HEAD, ACTIVATING THE MIGHTY MISSILE!!
DEMONSTRATING A POWER WHICH THE HUMAN BRAIN IS ALMOST UNABLE TO COMPREHEND, MAGNETO CAUSES THE GRIM ROCKET TO FALL INTO THE SEA MANY MILES FROM SHORE, NEXT TO AN UNMANNED TARGET SHIP!
BUT STILL, THE THOUGHT OF SURRENDER NEVER CROSSES THE MINDS OF THE FIGHTING-MAD BASE PERSONNEL!
SERGEANT! ORDER THE GUARD DOUBLED AT EVERY MISSILE CONTROL CENTER! ANY ROCKET DEEMED A MENACE IS TO BE DESTROYED INSTANTLY!
SOME POWER BEYOND OUR UNDERSTANDING IS AFFECTING OUR WEAPONS! WE MUST FIND THIS MAGNETO!
GENERAL, LOOK! THAT COMMOTION AT THE MAIN GATE! IT SEEMS THAT HE HAS FOUND US FIRST!
HOLD IT, MAC! IF YOU'RE LOOKIN' FOR A MASQUERADE PARTY, YOU'VE COME TO THE WRONG PLACE! BEAT IT!
WELL SAID, GUARD! WHAT A PITY YOU HAVE NO POWER TO BACK UP SUCH IMPRESSIVE WORDS! YOUR PUNY WEAPONS CANNOT STOP ME!
THEY CAN'T, EH? ONE LITTLE BURST OVER YOUR HEAD WILL SURELY CHANGE YOUR MIND!
I CAN'T EVEN LIFT MY GUN! IT FEELS LIKE IT WEIGHS A TON!
HEY! WHA— WHAT GIVES? THE GUN WON'T FIRE! THE TRIGGER SEEMS LOCKED IN PLACE!
MP
MP
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14

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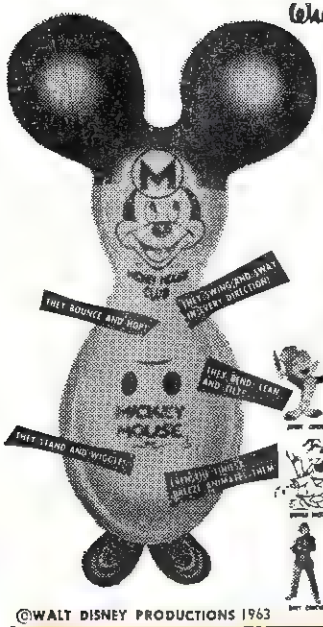
America's most lovable characters from . . .

WALT DISNEY'S WONDERFUL WORLD



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toss them in the air and they always land on their feet!

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Your Walt Disney inflatable characters are just what I want for my youngsters. Enclosed is $ _____ in check ☐, cash ☐, money order ☐, for _____ sets, each at $1.00 plus 25¢ postage and handling. No COD's please.

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CITY..... STATE.....

YOUR MONEY WILL BE REFUNDED IN FULL IF YOU ARE NOT SATISFIED WITH THIS CATALOG

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NOW I'LL MERELY ALTER MY MAGNETIC WAVES FROM POSITIVE TO NEGATIVE, SO THAT THEY WILL REPEL ANYTHING THAT COMES WITHIN RANGE! NOTHING CAN TOUCH ME AS I WALK TO MY OBJECTIVE!
WE CAN'T STOP HIM! CALL FOR RE-INFORCEMENTS!
I'M 'WAY AHEAD OF YA, PAL!
MP
MP
MP
BUT, THE ADDITIONAL REINFORCEMENTS ARE EQUALLY POWERLESS TO STOP THE ONE-MAN INVASION OF THE STRATEGIC BASE!
IT..IT'S LIKE HE'S GOT AN INVISIBLE BARRIER 'ROUND HIM, HURLING US AWAY!
THERE! BY SIMPLY NARROWING MY MAGNETIC WAVES ALL AROUND THE LESSER HUMANS, I CAN KEEP THEM CONFINED TO THAT AREA UNTIL I REACH THEIR OFFICER-IN-COMMAND!
AND FINALLY...
HOLD IT, MEN!
ALL RIGHT, WHO-EVER YOU ARE...IF YOU'VE SOMETHING TO SAY, YOU'VE GOT SIXTY SECONDS TO SAY IT!
WRONG, GENERAL! I HAVE ALL THE TIME IN THE WORLD! AND NOW, I, THE MIRACULOUS MAGNETO, CLAIM THIS ENTIRE INSTALLATION...IN THE NAME OF HOMO SUPERIOR!!
THAT DOES IT! TAKE HIM, MEN! WE'LL SHOW HIM THAT...
WHA...WHAT'S THAT?? WE CAN'T MOVE OUT OF THIS SMALL AREA! IT'S LIKE BEING ENCIRCLED BY AN INVISIBLE, LIVING FENCE!
THAT "LIVING FENCE" AS YOU CALL IT, IS THE SYMBOL OF MY GREAT POWER! IT IS A MIGHTY SHIELD OF MAGNETIC ENERGY!
AND SO I HAVE NOW ACCOMPLISHED MY FIRST OBJECTIVE! GENTLEMEN, CAPE CITADEL IS MINE!
15

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MEANWHILE, IN A DORMITORY ROOM AT THE WORLD'S MOST EXCLUSIVE PRIVATE SCHOOL, JEAN GREY IS ABSORBED WITH HER REFLECTION IN THE FULL-LENGTH MIRROR...THE REFLECTION WHICH REVEALS THE NEW MARVEL GIRL!
MMM, WHOEVER DESIGNED THIS UNIFORM COULD HAVE GIVEN CHRISTIAN DIOR A RUN FOR HIS MONEY!
WHERE DID THE NEW DOLL GO? OH... THERE SHE IS!
WOWEE! LOOKS LIKE SHE WAS POURED INTO THAT UNIFORM!
YOU AGAIN! HONESTLY! CAN'T A GIRL HAVE ANY PRIVACY AROUND HERE?
EASY, GORGEOUS! WE WERE JUST PASSIN' BY! DON'T GO GETTIN' MAD!
SUDDENLY, THE YOUNGSTERS' BANTERING IS FORGOTTEN AS A SHARP COMMANDING THOUGHT REGISTERS IN THE BRAIN OF EACH OF THEM!
ATTENTION, X-MEN! THIS IS PROFESSOR XAVIER! REPORT TO MY STUDY IMMEDIATELY... YOU HAVE FIFTEEN SECONDS! NO EXCUSES WILL BE TOLERATED!
WOW! DID ALL OF YOU RECEIVE THAT MENTAL BLAST?
AND HOW! IT SOUNDED LIKE A TRUMPET'S BLARE! LET'S GO!
EXACTLY FIFTEEN SECONDS LATER...
I COMMEND YOU FOR YOUR PUNCTUALITY!
YOU'RE SPEAKING ALOUD! THAT MEANS IT'S IMPORTANT!
I HAVE JUST HEARD A BULLETIN ON THE RADIO WHICH CONCERNS YOU!
I NEVER SAW THE PROFESSOR LIKE THIS BEFORE...SO GRIM, SO INTENSE!
A CRISIS HAS OCCURRED AT CAPE CITADEL WHICH LEADS ME TO BELIEVE THE FIRST OF THE EVIL MUTANTS HAS MADE HIS APPEARANCE! THIS WILL BE YOUR BAPTISM OF FIRE! YOU ARE TO GO TO THE CAPE...AND DEFEAT HIM!
YAYBO!! ACTION AT LAST! GANGWAY!
CAPE CITADEL! WHATEVER THE MENACE IS, IT MUST INVOLVE OUR MISSILES!
I WONDER WHO THE MUTANT BADDIE IS?
HAH! I CAN GET READY FASTER THAN THE REST OF YOU! ALL I HAVE TA DO IS ICE UP AND PUT ON MY BOOTS!
16

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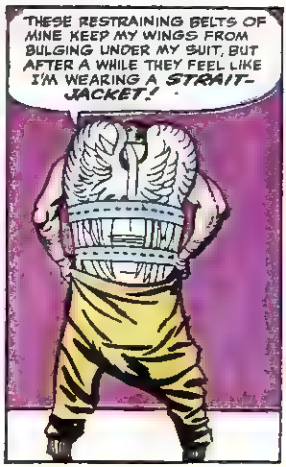
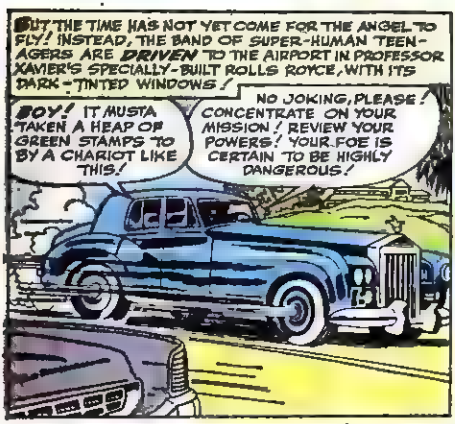
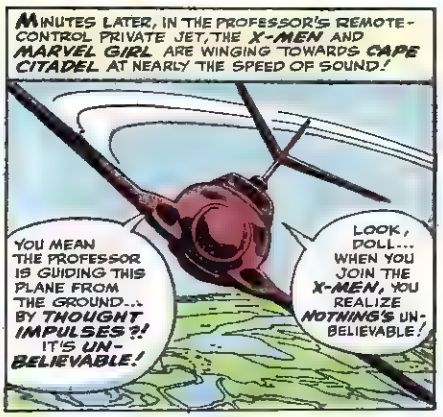
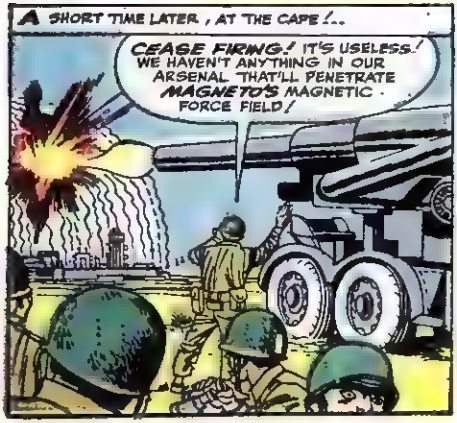
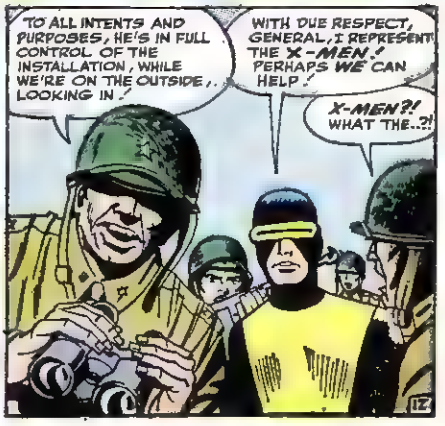
AS FOR ME, IT'LL BE A PLEASURE TO GET OUT OF THIS HARNESS I HAVE TO WEAR!
HAVING A PAIR OF WINGS CAN BE MORE TROUBLE THAN YOU'D GUESS!


THESE RESTRAINING BELTS OF MINE KEEP MY WINGS FROM BULGING UNDER MY SUIT, BUT AFTER A WHILE THEY FEEL LIKE I'M WEARING A STRAIT-JACKET!


BUT THE TIME HAS NOT YET COME FOR THE ANGEL TO FLY! INSTEAD, THE BAND OF SUPER-HUMAN TEENAGERS ARE DRIVEN TO THE AIRPORT IN PROFESSOR XAVIER'S SPECIALLY-BUILT ROLLS ROYCE, WITH ITS DARK-TINTED WINDOWS!
BOY! IT MUSTA TAKEN A HEAP OF GREEN STAMPS TO BY A CHARIOT LIKE THIS!
NO JOKING, PLEASE! CONCENTRATE ON YOUR MISSION! REVIEW YOUR POWERS! YOUR FOE IS CERTAIN TO BE HIGHLY DANGEROUS!


MINUTES LATER, IN THE PROFESSOR'S REMOTE-CONTROL PRIVATE JET, THE X-MEN AND MARVEL GIRL ARE WINGING TOWARDS CAPE CITADEL AT NEARLY THE SPEED OF SOUND!
YOU MEAN THE PROFESSOR IS GUIDING THIS PLANE FROM THE GROUND... BY THOUGHT IMPULSES?! IT'S UN-BELIEVABLE!
LOOK, DOLL... WHEN YOU JOIN THE X-MEN, YOU REALIZE NOTHING'S UN-BELIEVABLE!


A SHORT TIME LATER, AT THE CAPE!..
CEASE FIRING! IT'S USELESS! WE HAVEN'T ANYTHING IN OUR ARSENAL THAT'LL PENETRATE MAGNETO'S MAGNETIC FORCE FIELD!


TO ALL INTENTS AND PURPOSES, HE'S IN FULL CONTROL OF THE INSTALLATION, WHILE WE'RE ON THE OUTSIDE, LOOKING IN!
WITH DUE RESPECT, GENERAL, I REPRESENT THE X-MEN! PERHAPS WE CAN HELP!
X-MEN?! WHAT THE..?!
12

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LOOK, WE'RE HAVING ENOUGH TROUBLE WITH ONE GUY IN A CORNBALL COSTUME! NOW WHO OR WHAT ARE THE X-MEN?
NO TIME TO EXPLAIN, SIR! I RESPECTFULLY REQUEST YOU TO HOLD YOUR FIRE FOR FIFTEEN MINUTES WHILE MY PARTNERS AND I GO INTO ACTION!
ALL RIGHT! WE'VE NOTHING TO LOSE! BUT I FEEL LIKE A DANGED FOOL!
YOU WON'T REGRET IT, SIR! X-MEN... ATTACK!!
HEY! WHAT'S GOIN' ON?? IT...IT'S FREEZIN' ALL OF A SUDDEN!
SORRY, MEN! I'LL BE OUT OF HERE IN A SECOND, AND THEN YOU CAN WARM UP AGAIN! I'M SAVIN' MY REAL BIG FREEZE FOR WHOEVER'S HIDING BEHIND THAT FORCE FIELD!
AT LAST WE'LL HAVE A CHANCE TO USE ALL THE TRAINING THE PROFESSOR GAVE US!
ULP! A WALKIN' SNOWMAN! A GUY WITH WINGS FLYIN' ABOVE US! WHA--- WHAT'S NEXT?!
YOU'LL SEE IN A SEC, SOLDIER, WHEN I PLAY LEAP FROG OVER YOU!
SORRY, BOYS! I'M IN A HURRY, AND THIS IS THE EASIEST WAY TO CLEAR A PATH FOR MYSELF!
FINALLY THE FIRST OF THE X-MEN REACHES THE FORCE FIELD, AND...
USE YOUR ENERGY BEAM AT GREATER POWER! THAT MAGNETIC FIELD IS STRONGER THAN IT SEEMS, CYCLOPS!
GOSH, THE PROFESSOR IS STILL IN TOUCH WITH US, MENTALLY, DESPITE THE DISTANCE BETWEEN US!
YES, SIR, PROFESSOR! I'LL INCREASE THE BEAM'S INTENSITY RIGHT NOW!
I'M GETTING THROUGH! THAT'S WHAT WAS NEEDED... A NATURAL COUNTERFORCE TO BATTER THE UNNATURAL MAGNETIC FIELD!

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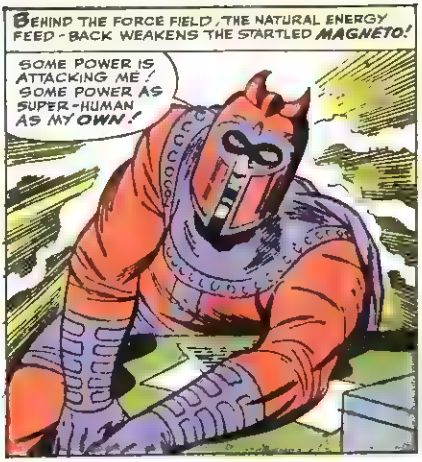
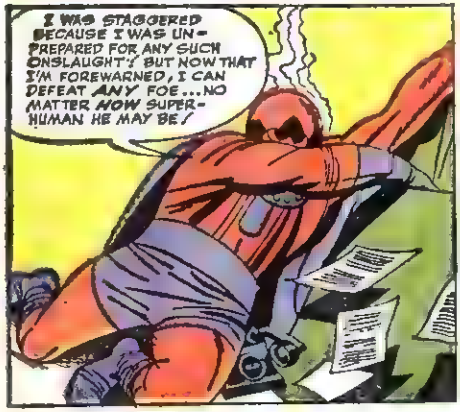
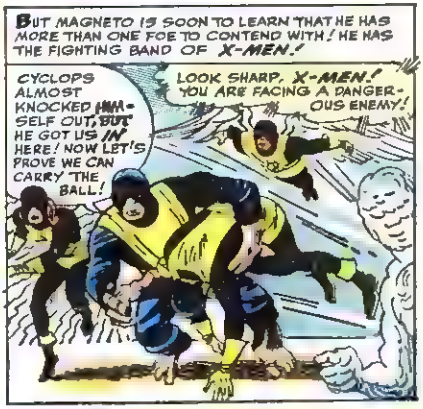
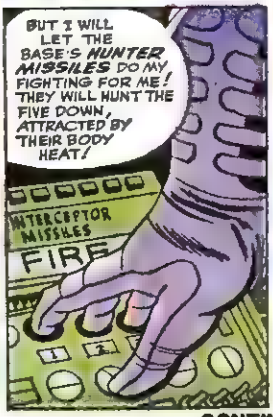
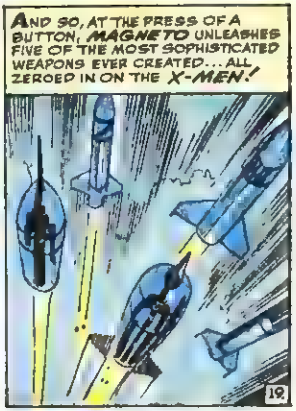

BEHIND THE FORCE FIELD, THE NATURAL ENERGY FEED-BACK WEAKENS THE STARTLED MAGNETO!
SOME POWER IS ATTACKING ME! SOME POWER AS SUPER-HUMAN AS MY OWN!


I WAS STAGGERED BECAUSE I WAS UN-PREPARED FOR ANY SUCH ONSLAUGHT! BUT NOW THAT I'M FOREWARNED, I CAN DEFEAT ANY FOE...NO MATTER NOW SUPER-HUMAN HE MAY BE!


BUT MAGNETO IS SOON TO LEARN THAT HE HAS MORE THAN ONE FOE TO CONTEND WITH! HE HAS THE FIGHTING BAND OF X-MEN!
CYCLOPS ALMOST KNOCKED HIMSELF OUT, BUT HE GOT US IN HERE! NOW LET'S PROVE WE CAN CARRY THE BALL!
LOOK SHARP, X-MEN! YOU ARE FACING A DANGEROUS ENEMY!


BUT I WILL LET THE BASE'S HUNTER MISSILES DO MY FIGHTING FOR ME! THEY WILL HUNT THE FIVE DOWN, ATTRACTED BY THEIR BODY HEAT!
INTERCEPTOR MISSILES
FIRE


AND SO, AT THE PRESS OF A BUTTON, MAGNETO UNLEASHES FIVE OF THE MOST SOPHISTICATED WEAPONS EVER CREATED... ALL ZEROED IN ON THE X-MEN!
19

CONTINUED AFTER NEXT PAGE...

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PLANT TAIL OUTSIDE AND IT GROWS LIKE MAD INTO A BEAUTIFUL SHADE TREE! Grog, amazing prehistoric monster, comes with half-a-tail. In a few days the tail starts growing. It grows, grows, g-r-o-w-s. Remove the tail from Grog's body and plant it outside and it springs quickly into a flowering, fragrant shade tree. Then Grog grows another tail. Remove the tail again and he grows another, and another . . . endlessly. Only $1 plus 25c postage. Satisfaction or money back.

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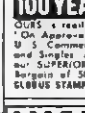

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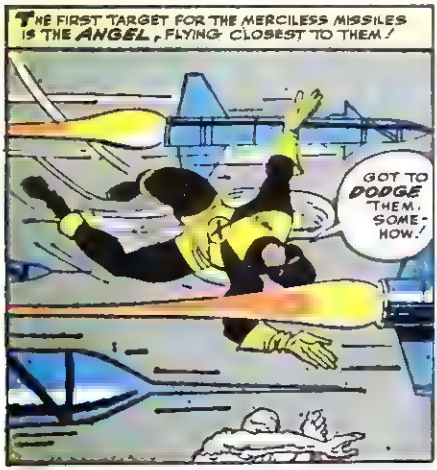
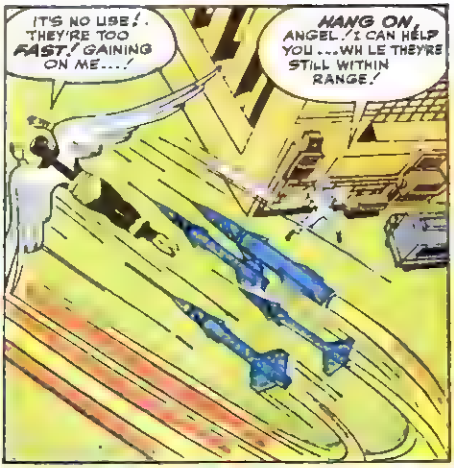
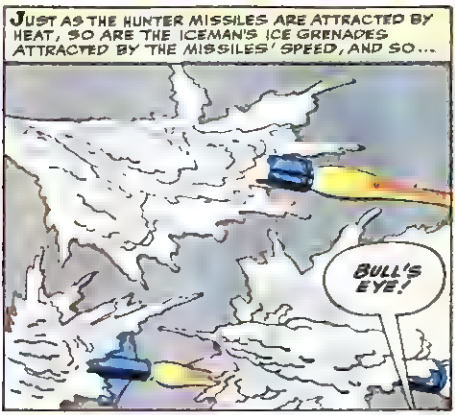
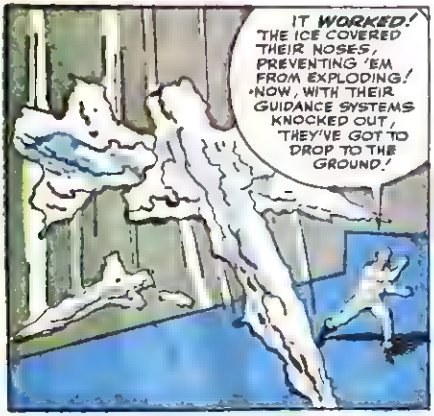
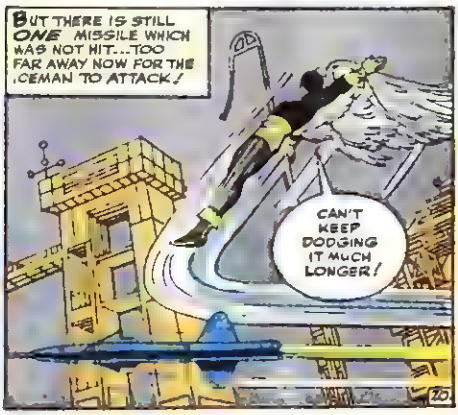





JUST AS THE HUNTER MISSILES ARE ATTRACTED BY HEAT, SO ARE THE ICEMAN'S ICE GRENADES ATTRACTED BY THE MISSILES' SPEED, AND SO...
BULL'S EYE!


IT WORKED! THE ICE COVERED THEIR NOSES, PREVENTING 'EM FROM EXPLODING! NOW, WITH THEIR GUIDANCE SYSTEMS KNOCKED OUT, THEY'VE GOT TO DROP TO THE GROUND!



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ANGEL! LOWER... FLY LOWER! COME TOWARDS ME! HURRY!
OKAY, BEAST! BUT WHAT...??
JUST WAIT AND SEE, PAL!
HAH! GOT IT!
GOOD WORK, BEAST! NOW RELEASE IT! I'LL TAKE OVER NOW!
AND THEN, USING HER AMAZING TELEKINETIC POWER, MARVEL GIRL MENTALLY HURLS THE MISSILE INTO THE SEA, WHERE IT HARMLESSLY DETONATES UPON IMPACT!
DESPITE THEIR SEEMING YOUTH AND INEXPERIENCE, THEY ARE MIGHTY ANTAGONISTS! I MUST NEVER AGAIN MAKE THE MISTAKE OF UNDERESTIMATING THEM! BUT I SHALL STILL PROVE TO BE THEIR MASTER!
THERE HE IS! I'VE FOUND HIM!! X-MEN, ATTACK!!
WRONG, YOU FLYING FOOL! IT IS I, MAGNETO, WHO HAVE FOUND YOU!
SEE HOW EASILY I CAN STOP YOUR FLIGHT BY MAGNETICALLY HURLING EVERY NEARBY OBJECT WHICH IS NOT BOLTED DOWN!
21.

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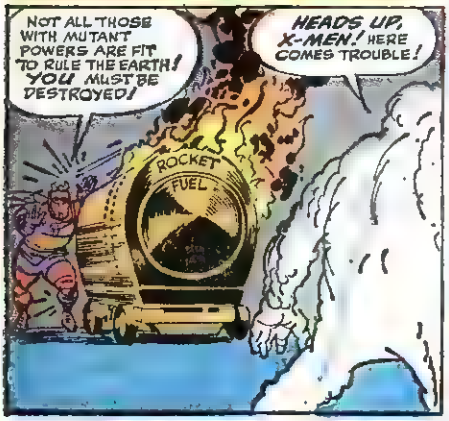
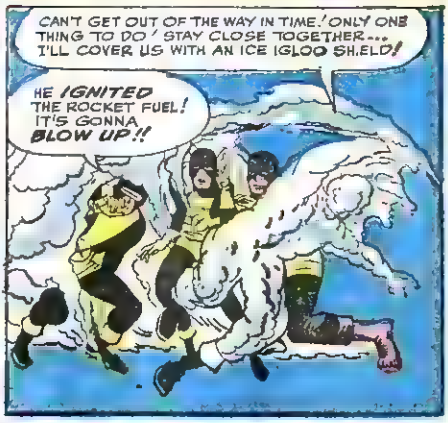
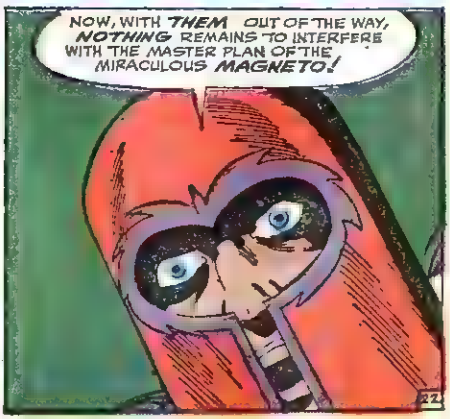
MUCH OBLIGED, CYCLOPS! MAGNETO CAN'T HAVE GONE FAR...LET'S FIND HIM NOW!
THEY ARE ALL TOGETHER NOW! GOOD! I'LL FINISH THEM OFF WITH ONE FELL SWOOP!


NOT ALL THOSE WITH MUTANT POWERS ARE FIT TO RULE THE EARTH! YOU MUST BE DESTROYED!
HEADS UP, X-MEN! HERE COMES TROBLE!
ROCKET
FUEL


CAN'T GET OUT OF THE WAY IN TIME! ONLY ONE THING TO DO! STAY CLOSE TOGETHER... I'LL COVER US WITH AN ICE IGLOO SHIELD!
HE IGNITED THE ROCKET FUEL! IT'S GONNA BLOW UP!!



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THE HEAT IS SO INTENSE THAT EVEN I CANNOT GET CLOSE TO IT! I MUST WALK CAREFULLY AROUND IT!
"THAT BEAM... FROM BENEATH THE GROUND!! WHAT... WHAT DOES IT MEAN?
IT MEANS YOUR FINISH, MAGNETO! CYCLOPS CREATED A TUNNEL FOR US UNDER THE BLAST WITH HIS ENERGY BEAM... SAVING US FROM THE IMPACT! AND NOW...
YOU HAVEN'T DEFEATED ME YET! I CAN STILL ESCAPE YOU, FLYING BY MEANS OF MAGNETIC REPULSION!
UGH! HE CREATED ANOTHER MAGNETIC FORCE FIELD! CAN'T FLY THROUGH!
DON'T WORRY, ANGEL! WE'LL BREACH IT IN NO TIME!
AND BREACH IT THEY DO! BUT BY THAT TIME ...
HE'S GONE! BUT WHERE...?
A MUTANT WITH HIS POWERS? HE COULD BE ANYWHERE! BUT AT LEAST WE'VE BEATEN HIM FOR NOW!
YOUR BASE IS OPERATIONAL AGAIN, GENERAL! MAGNETO IS GONE!
UNCANNY! YOUR FIFTEEN MINUTES ARE NOT YET UP!
YOU CALL YOURSELVES THE X-MEN! I WILL NOT ASK YOU TO REVEAL YOUR TRUE IDENTITIES, BUT I PROMISE YOU THAT BEFORE THIS DAY IS OVER THE NAME X-MEN WILL BE THE MOST HONORED IN MY COMMAND
THANK YOU, SIR! AND SHOULD AMERICA'S SECURITY EVER AGAIN BE THREATENED THE X-MEN WILL BE BACK!
WELL DONE, STUDENTS! YOU HAVE JUSTIFIED ALL OUR LONG HOURS OF TRAINING ... ALL OUR SACRIFICES ... ALL OUR DREAMS! AND NOW, RETURN TO ME, MY X-MEN!
23
YOU HAVE JUST FINISHED THE NEWEST, MOST UNUSUAL TALE IN THE ANNALS OF MODERN MAGAZINES! BUT THE BEST IS YET TO COME! FOR FANTASY AT ITS GREATEST, DON'T MISS ISSUE #2 OF X-MEN, THE STRANGEST SUPER-HEROES OF ALL!

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And NOW, in the same inimitable style, by the same writer and artist.... ANOTHER group of fabulous characters:

SGT. FURY AND HIS HOWLING COMMANDOS
MARVEL
HEY, SARGE! WE'RE NOT KILLED PROOF! LET'S GET OUT OF HERE!
CLAM UP AND KEEP BLASTIN'! WE'VE STILL GOT TO RESCUE THAT DIVISION ON MASSACRE MOUNTAIN!
IF ANYONE NEEDS RESCUIN' AROUND HERE, FURY, IT'S US! MY MA DIDN'T RAISE HER LITTLE DUM-DUM TO BE A HOWLIN' CLAY PIGEON!
THIS STORY IS LIKE A KICK IN THE HEAD, COMMANDO! TO SEE HOW YOU'VE CHANGED FROM YOU, YOU LOUSY, SAP, MEN AT... ON MASSACRE MOUNTAIN!
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For years the knowledge of how to produce hypnotic sleep has been so well guarded that only a few have mastered this art. But now the veil of secrecy has been lifted and the innermost SECRETS and techniques revealed for the first time. The fact is that Hypnotism is a scientific fact that anyone can learn. Once you know these secrets and methods you can bring about this strange and wonderful control that has only been used by doctors, psychiatrists and entertainers in the past. Yes, now this remarkable pleasure will be yours to use for pleasure, self-development and countless other benefits.

YOU CAN PERFORM ANY HYPNOTIC FEAT!

First, you must understand that what another person does with Hypnotism, you can also do. There isn't anything anyone has ever done with this art that you cannot do! YOU can make people cry, laugh, shout, stop smoking, recall childhood memories, act like an infant, make water taste like vinegar, get folks to sing, dance ...do a 1001 things they would never do when not UNDER YOUR POWER. And the most amazing thing of all is --- HOW EASY IT IS TO DO!

SO EASY TO MASTER!

Here at last is the most perfect, complete and easily-learned course on Hypnotism ever written. In these short, simple chapters you learn the hidden secrets of Hypnotism and how to work this scientific miracle. No long, technical, mumbo-jumbo explanations are given. The entire 25-lesson Guide to Hypnotism is written in plain, SIMPLE language that anyone can understand. After the third lesson you are able to begin performing countless techniques and powers clearly explained in the next 22 lessons. You'll learn how to cure bad habits in yourself and others, how to BUILD PERSONAL MAGNETISM, SLEEP without drugs, use Hypnotism to help STOP PAIN, stop smoking, BUILD WILL POWER, LOSE WEIGHT, IMPROVE YOUR MEMORY and so much more. And you'll learn how to MAKE MONEY with your new power by entertaining at parties, lodges, club meetings, etc. Truly, this knowledge will give you a New SURGE of CONFIDENCE and POWER unlike any you have ever known!

ACT, FEEL AND BE A NEW PERSON!

How often have you wished that you could EXERT a MAGNETIC POWER and INFLUENCE OVER OTHERS? Get people to respond to your every command, win respect, admiration and envy from both men and women! Well, DREAM NO LONGER. It's all possible through the secret, magnetic power of Hypnotism. You'll not only be MASTER OVER OTHERS but also you'll learn how to BUILD A STRONG, MAGNETIC PERSONALITY through Self-Hypnotism. You use Mesmerism to READ the MINDS of others and View YOUR Thoughts in their minds. You can direct your self to ACCOMPLISH anything, as easily as you can command others. You have the power to accomplish your inhermost dreams.

25 Fact-Packed LESSONS TELL ALL!

Never before has such a Complete and authentic course on Hypnotism been available at such a low price. Doctors and students have PAID hundreds of DOLLARS for personal instruction in Hypnotism, when obtainable. Knowledge such as this can be worth THOUSANDS of DOLLARS to the user over the years. Yet, due to printing economies, large press runs and also by the elimination of correspondence costs, the complete 25 -Lesson Guide To HYPNOTISM is yours for only $1.98. Yes, only $1.98 for the COMPLETE COURSE bound in book form. Certainly a tiny investment for so much!

• USE FOR 30 DAYS • WITHOUT OBLIGATION!

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- ☐ STOP SMOKING
- ☐ PERFORM STUNTS, TRICKS
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So practical that many students earn money repairing cars in their spare time . . . while training for a top pay job or their own business

No longer need you stand by as experienced mechanics take their choice of thousands of job openings in the auto repairing field. Now you can get ready for a better-pay job—or your own business—by training at home in spare time.

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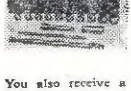

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(including socket set)

You also receive a set of Mechanic's Tools, including socket set and tray. CTI kits are professional in design — the kind that experienced mechanics own and use. *No extra charge for kits!*

30 Job Experience Projects!

As part of its practical training program, CTI sends you 30 Job Experience Projects. These *exclusive* projects make it easy for you to make the transition from lessons to repairs. You learn by practicing, gain skill in the use of tools and test instruments, acquire useful experience that builds your confidence. CTI shop projects do away with — or sharply reduce — lower pay apprenticeship . . . get you into the top pay bracket more quickly.

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The average pay of an auto mechanic compares favorably with the best in all industry. But, if you prefer, you can open a shop—start your own business. It is estimated that America is short 25,000 shops. CTI provides you with the required all-around mechanical training to go on your own. You learn tune-up and overhaul; electric, cooling and lubricating systems; power steering and brakes; automatic transmissions. Even a choice of either Diesel Mechanics or Body & Fender Rebuilding instruction!

Proof of Success Is Progress of Students

"Am now a senior auto mechanic. Made $800 during training."—*Ronald Wharton, Md.* "Started a small business in my garage. Now have two part-time helpers."—*John Reed, Cal.* "Am profd I finished course. Have two job offers."—*Barden Vance, Ind.* "Am working as a mechanic and earn twice what I used to. Made $25 a week as I trained."—*Jerome Slowik, Ill.* "Have three job offers. Made $170 as a student."—*Willie Cooper, Fla.*

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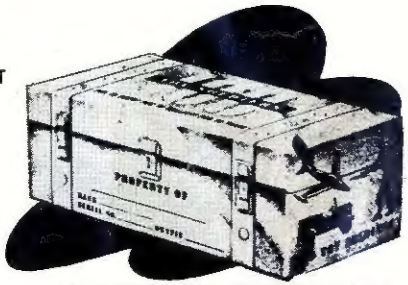

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Do you know 20 people? Of course you do! Add up a half-dozen relatives, perhaps 5 neighbors, the butcher, the baker, the milkman, the grocer, your dentist, [illegible] friends and other tradespeople—and you've probably got a lot [illegible] 20. So what are you waiting for? These folks alone can bring [illegible] at least $50.00, probably $100.00 to $200.00 extra money in just a few hours spare time. And this is just a start! Almost everyone you know needs Christmas Cards, and when you show them the spectacular nationally famous 1963 Wallace Brown Line of Cards and Gift Items—it's love at first sight. They'll snap up 2,3,6 or more Christmas Card Boxes right on the spot. Keep up to 50¢ of every dollar you take in! This is the fun way to making money because it's so easy. We send you samples that do the selling for you. And, besides making money you'll save money on your own personal Christmas Cards, Gifts, Wrappings, etc. See for yourself without risking a penny. Mail coupon, you'll be glad you did!

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Thrill your friends and neighbors and make even MORE MONEY for yourself with exquisite, custom-designed NAME-IMPRINTED Christmas Cards at amazingly low prices. A large variety of exclusive, original designs for folks who want the finest quality in Personalized Christmas Cards at prices everybody can afford. They sell just by being shown. It's easy, too, because . . . *we ship direct to your customers and we pay the postage.* You have no bother, no trouble and no wasted time making deliveries. Send the coupon right away for your FREE Samples of the 4 Great New Lines of these fast-selling Personalized Christmas Cards!

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